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INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT, dated as of

December 1, 1975, between Exchange National Bank of Chicago (hereinafter called the Lessor), as Trustee under a Trust Agreement dated as of July 15, 1974, with General Electric Credit Corporation (hereinafter called the Beneficiary) and North American Car Corporation, (hereinafter called the Lessee).

WHEREAS the Lessor and the Lessee have entered into a Lease of Equipment dated as of July 15, 1974 (hereinafter called the Lease);

WHEREAS the Lease was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on November 13, 1974, at 11:30 a.m., and was assigned recordation number 7709 and an Amendment Agreement dated as of November 20, 1974, was so filed and recorded on November 21, 1974, at 11:30 a.m. and assigned recordation number 7709-A and an Amendment Agreement dated as of December 1, 1974, was so filed and recorded on December 18, 1974, at 11:25 a.m. and was assigned recordation number 7708-C and an Amendment Agreement dated as of May 1, 1975, was so filed and recorded on May 20, 1975, at 4:25 p.m.

and was assigned recordation number 7709-C;

WHEREAS the parties hereto now desire to amend the Lease;

WHEREAS First Pennsylvania Bank, N.A., as assignee under an Assignment of Lease and Agreement dated as of July 15, 1974, has given its consent to this Amendment Agreement as evidenced by its consent attached hereto; and

WHEREAS the Beneficiary authorizes and instructs the Lessor to execute this Amendment Agreement as evidenced by its instruction attached hereto.

NOW THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

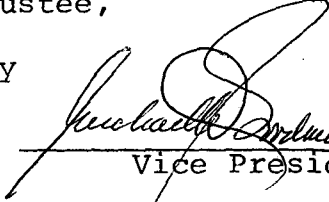
1. The Lease is hereby amended by deleting the penultimate paragraph of § 8 of the Lease.
2. The Lessee will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of § 16 of the Lease.
3. Except as amended hereby, the Lease shall remain unaltered and in full force and effect.
4. This Amendment Agreement may be executed in several counterparts, such counterparts together constituting but one and the same instrument, and shall be effective as of July 15, 1975.

IN WITNESS WHEREOF, the parties hereto have caused

their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

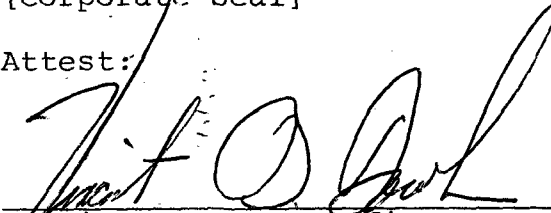
EXCHANGE NATIONAL BANK, as
Trustee,

by


Vice President

[Corporate Seal]

Attest:


Assistant Trust Officer

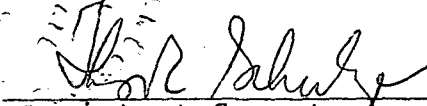
NORTH AMERICAN CAR CORPORATION,

by


Exec. Vice President

[Corporate Seal]

Attest:


Assistant Secretary

INSTRUCTION OF BENEFICIARY TO TRUSTEE

Exchange National Bank of Chicago
130 South LaSalle Street
Chicago, Illinois 60690

Attention: Trust Department

Dear Sirs:

Reference is made to a Trust Agreement dated as of July 15, 1974, between the undersigned and you, as Trustee (the Trust Agreement). We instruct you to enter into an Amendment Agreement dated as of December 1, 1975, to the Lease (as defined in the Trust Agreement) in the form to which this instruction is attached.

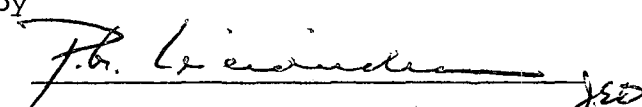
[Corporate Seal]

Attest:

Very truly yours,

GENERAL ELECTRIC CREDIT CORPORATION,

by


Title: Manager, Air/Rail Financing

Date: April 29, 1976

WRITTEN CONSENT

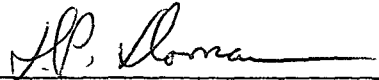
First Pennsylvania Bank, N.A., as assignee under an Assignment of Lease and Agreement dated as of July 15, 1974, hereby gives its written consent to the Amendment Agreement dated as of December 1, 1975, between Exchange National Bank of Chicago, as Trustee, and North American Car Corporation with respect to the Lease (as defined in said Amendment Agreement), in the form to which this Consent is attached.

FIRST PENNSYLVANIA BANK, N.A.,
as Agent,

[Corporate Seal]

by

Attest:



D. P. Dorrian

Title Assistant Vice President

Date: 1-30-76



P. M. GIULIANTE
ASSISTANT SECRETARY

STATE OF ILLINOIS,)

)

)

On this 3d day of May

197~~6~~, before me

MICHAEL D. GOODMAN

Vice President

of EXCHANGE NATIONAL BANK OF CHICAGO. that one of the

Notary Public

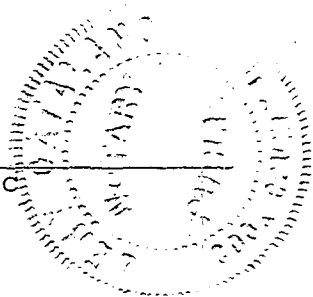
My Commission expires

4/28/78

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

On this 3rd day of May 1976, before me personally appeared R. B. Oppenheimer, to me personally known, who, being by me duly sworn, says that he is Vice President of NORTH AMERICAN CAR CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said company, that said instrument was signed and sealed on behalf of said company by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Lenny Catalano
Notary Public



My Commission expires June 30 1979